

STATE OF ILLINOIS)
)
COUNTY OF LAKE). SS.

RECORDATION NO. 8348 C Filed 1425
NOV 9 1979 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Kathleen L. McGahan , a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 30th day of October , 1979 , from Manufacturers Hanover Trust Company to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 5th day of November , 1979 .

Kathleen L. McGahan
Notary Public

(My Commission Expires:

11/14/81

BILL OF SALE

MANUFACTURERS HANOVER TRUST COMPANY

as Trustee under Equipment Trust Agreement

Dated as of December 1, 1976 (Series 14)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1976 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

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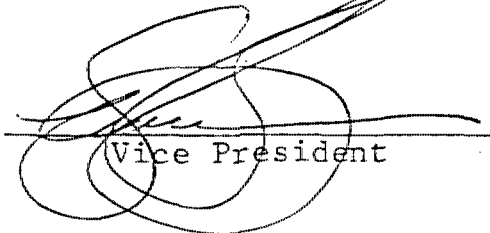
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases said Equipment from the encumbrance created by the Agreement, which was filed with the Interstate Commerce Commission on December 3, 1976 and assigned recordation number 8598.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by the proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested this 30th day of October, 1979.


MANUFACTURERS HANOVER TRUST COMPANY

By


Vice President

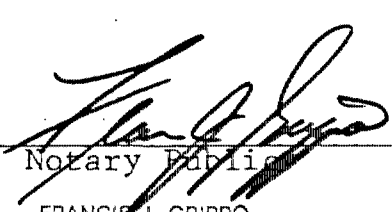
(CORPORATE SEAL)

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS

On this 30th day of October, 1979, before me a Notary Public in and for said County, personally appeared
T. C. CRANE and T. C. KNIGHT to me personally known, who being By me duly sworn did say that they are respectively a Vice President and an Assistant Secretary of Manufacturers Hanover Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and said T. C. CRANE acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

FRANCIS J. GRIPPO
Notary Public, State of New York
No. 43-4522535
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1980

My Commission Expires:

3/30/80

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
2	BOX CAR	70 TON	BCIT 841292, 841442
18	GONDOLA	100 TON	UNPX 102316, 102325, 102345 UNPX 102357, 102393, 102401 UNPX 102403, 102456, 102485 UNPX 102494, 102495, 102503 UNPX 102537, 102538, 102540 UNPX 102543, 102547, 102551
2	TM	14500	UTLX 12386, 12394
1	TA	13500	UTLX 12637
1	TM	16000	UTLX 25160
1	TM	13400	UTLX 70006
1	TM	20000	UTLX 71352
2	TM	23500	UTLX 71419, 71425
3	TM	20000	UTLX 71451, 71452, 71499
1	TM	16800	UTLX 72075
2	TM	8000	UTLX 72137, 72239
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